



GRUPO CAPOEIRAS Inc.

Association Statements

According to Associations Incorporation Act 2009 No 7

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1. Name

The name of the corporation is: GRUPO CAPOEIRAS Incorporated

2. Objectives

The organisation purposes are beneficial to the community.

GRUPO CAPOEIRAS Incorporated aims to provide an opportunity for the people of all age to participate in Capoeira Activities (Afro-Brazilian cultural practice). Capoeira has been inscribed in 2014 (9.COM) on the Representative List of the Intangible Cultural Heritage of Humanity by the Unesco, especially people from cultural and linguistically diverse backgrounds as it is an act with a unique body language.

GRUPO CAPOEIRAS Incorporated run activities and workshops for the community.

- Advancing arts and culture – Focus on Brazilian and Latin Culture. Teaching Dance and Martial arts.
- Promoting health and fitness – Providing Dance and martial arts lessons. Teaching dance and martial arts, promotes fitness and health. Our philosophies include having a healthy lifestyle, getting active and fit. Dance and Martial Arts Classes are aimed for children and adults. Focusing on how we can help them reach their fitness goals by creating a healthier lifestyle.

3. Members

3.1 Who is eligible?

A member must be:

- at least 6 years old

When joining for the first time there is a one-time joining fee of \$30 as an annual membership fee, which includes personal accident and public liability insurance cover.

3.2 How to become a member

A person applies in writing.

A person is eligible under rule 3.1.

The directors accept the application by resolution at a director's meeting.

The directors must consider all applications for membership within a reasonable period after they are received.

The person's name, address and date they became a member is put on the register of members.

The directors may refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

3.3 Members' rights

A member can:

- attend, speak and vote at general meetings
- be made a director
- put forward resolutions at general meetings
- ask the directors to call a general meeting
- look at the books and records of the corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

3.4 Members' responsibilities

A member must:

- follow the corporation's rules
- let the corporation know if they change their address
- treat other members with respect.

3.5 Liability of members

Members do not have to pay corporation debts if the corporation is wound up.

3.6 How to stop being a member

A person stops being a member if:

- they resign in writing
- they die
- their membership is cancelled.

The person's name, address and date they stopped being a member is put on the register of former members.

3.7 Cancelling membership

If a member:

- can't be contacted for two years
- misbehaves
- compromises the integrity of the organisation
- does not comply with the organisations rules, beliefs and mission

Their membership can only be cancelled by special resolution at a general meeting. The directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

If a person is not eligible for membership for some other reason, the directors can cancel their membership by passing a resolution at a directors' meeting. Before the meeting, directors must give the member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.

3.8 The register of members and former members

The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the register
- for former members, the date when they stopped being a member
- The register must be kept at the corporation's document access address or registered office. It must be available at the annual general meeting (AGM).

4. Meetings

4.1 Annual General Meeting timing

AGMs must be held before the end of December each year.

4.2 AGM business

AGMs are for:

- confirming the minutes of the previous general meeting
- presenting reports: general, financial, directors'
- electing directors
- choosing an auditor (if required) and agreeing on the fee

- checking the register of members
- asking questions about how the corporation is managed.

4.3 General meetings

A director can call a general meeting.

Members can ask directors to call a general meeting.

The directors must call the general meeting within 21 days.

Number of members Number of members needed in corporation to ask for a general meeting

2 to 10 members = 1 member

11 to 20 members = 3 members

21 to 50 members = 5 members

51 members or more = 10 per cent of members

4.4 General meeting business

General meetings are for:

- confirming the minutes of the previous general meeting
- completing the business specified in the notice of the meeting.

4.5 Notice for general meetings

Notice must be given to members, directors, officers, the contact person and the auditor (if the corporation has one).

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, and what it is
- if a member can appoint a proxy.

Notices can be given to members personally, sent by post to their address, sent by text message, or sent by email.

A notice of meeting:

- sent by post is taken to be given three days after it is posted
- sent by Text Message, is to be given on the business day it is sent.
- sent by Electronic Means (facebook, messenger and email), is taken to be given on the business day after it is sent.

4.6 Members' resolutions

Members can propose a resolution by giving notice of it to the corporation.

Number of members Number of members needed in corporation to propose a resolution

2 to 10 members = 1 member

11 to 20 members = 3 members

21 to 50 members = 5 members

51 members or more = 10 per cent of members

The notice must set out the resolution in writing and must be signed by the members proposing it.

The corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

The corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice has been sent out.

4.7 Quorum at general meetings

Number of members Number of members in corporation to make a quorum

30 or less members = 2 members

31 to 90 members = 5 members

91 members or more = 10 members

The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time. If there is still no quorum, the meeting is cancelled.

4.8 Chairing general meetings

The directors can elect someone to chair the meeting. If they don't, the members must elect someone.

4.9 Using technology

General meetings can be held at more than one place using any technology that gives members a way of taking part.

4.10 Voting

Each member has one vote.

The chairperson has one vote (if he or she is a member) plus a casting vote.

Example consensus decision-making rule:

A resolution at a general meeting should be decided by consensus (discussion and agreement). If consensus cannot be reached after a reasonable effort has been made, the resolution should be decided by majority vote.

A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.

A resolution can be decided by majority on a show of hands, unless a poll is demanded. (A poll is a formal vote, not by show of hands—for example, by writing on a voting paper or placing marbles in labelled jars.)

The chairperson tells the meeting whether they have received any proxy votes and what they are.

The chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

4.11 Demanding a poll

Any member entitled to vote on the resolution or the chair can demand a poll.

A poll can be held before or after a show of hands vote.

A poll on the election of a chairperson or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chairperson directs.

4.12 Proxies

Members can appoint a person as proxy to attend meetings and vote for them.

Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.

A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.

The corporation must receive the proxy's appointment at least 48 hours before the meeting.

A person must not be a proxy for more than three members.

Directors

4.13 Number of directors

The number of directors of the corporation is decided by resolution at a general meeting.

The minimum number is one director (including any non-member directors), and the maximum number is

four directors (including any non-member directors).

4.14 Eligibility of directors

A director must be:

- at least 25 years old
- a member for at least 1 year before she/he is elected

4.15 Majority of director requirements

- A majority of directors of the corporation must:
- usually reside in Australia
- be members of the corporation

The chief executive officer (CEO) may be a director but cannot chair directors' meetings

4.16 How to become a director

The corporation can appoint a director by resolution passed at a general meeting.

Directors must give the corporation their consent in writing to act as a director before being appointed.

The corporation must send the Registrar the director's personal details within 28 days after they are appointed. The corporation can use the Registrar's *Notification of a change to corporation officers' details* form.

4.17 Directors' terms of appointment and rotation

Directors are appointed at the AGM on rotation for a term of two years, so that half the directors' appointments expire each year. They are eligible to be re-elected.

To implement the rotation system:

- the directors of the corporation at the time these rules were approved will only hold office until the next AGM and will be eligible to be re-elected.
- at the next AGM half of the directors (including the chairperson if you have one) will be appointed for a term of two years. The other directors will be appointed for a term of one year. The AGM minutes must record the term of each director appointed.

4.18 How to become an independent or specialist non-member director

The directors may appoint non-member directors. Non-member directors may be selected because they're independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.

Non-member directors must give the corporation their written consent to become a director before being appointed. Non-member directors are appointed for the term specified by the directors in their appointment. Non-member directors cannot be appointed for a term of more than two years, but they can be reappointed.

4.19 How to become an office bearer (for example, chairperson, vice-chairperson, treasurer)

The office bearers are directors of the corporation and are elected by the directors at their first directors' meeting after the AGM.

4.20 How to fill vacancies

Directors can fill casual director vacancies, including office bearers.

Directors can appoint someone as a director to make up a quorum. Their appointment must be confirmed by resolution at the next general meeting or they stop being a director.

4.21 How to stop being a director

A director dies.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the members or the other directors. A director is disqualified from managing a corporation.

The corporation must send the Registrar the director's personal details within 28 days after they stop being a director. The corporation can use the Registrar's *Notification of a change to corporation officers' details* form

4.22 How to remove a director

By the members:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting (or AGM).
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting
- (see rule 4.5).

By other directors:

- Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse.
- Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
- If the director objects, they cannot remove the director. The director can only then be removed at a general meeting by resolution.

4.23 Directors' and officers' duties

The duties are:

- a duty of care and diligence
- a duty of good faith
- a duty to disclose a conflict of interest (material personal interest)
- a duty not to improperly use position or information
- a duty to not trade while insolvent.

The business of the corporation is to be managed by or under the direction of directors. The directors may exercise all the powers of the corporation except any that this rule book requires the corporation to exercise in a general meeting.

4.24 Conflict of interest (material personal interest)

A director who has a material personal interest in a corporation matter must tell the other directors.

The director must give details of what the interest is and how it relates to the corporation. These details must be given at a directors' meeting as soon as possible, and must be recorded in the minutes of the meeting.

A director who has a material personal interest must not:

- be present at the directors' meeting while the matter in question is being considered
- vote on the matter

4.25 Payment

A director cannot be paid a salary or sitting fees for their work as directors.

Directors may be paid if they are employed by the corporation, or if they have a contract to provide goods or services to the corporation (so long as the director has exercised any duty to disclose a conflict of interest and has followed the processes detailed in 4.24 and 4.26).

The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

4.26 Related party benefit

If a corporation wants to give a financial benefit to a director or related party (such as a spouse, child or parent of a director) it must comply with the organisations mission and, where required, follow the procedure to get the approval of the members.

4.27 Delegation

Directors can pass a resolution to delegate any of their powers to:

- another director
- a committee of directors
- an employee of the corporation
- any other person.
- The delegate must follow the directions of the directors when using the delegated powers.

4.28 Directors' meetings

- Directors must meet at least every three months.
- The directors will usually decide at a meeting when and where the next meeting will be.
- A director can call a meeting by giving reasonable notice to all the other directors.

4.29 Quorum for directors' meetings

- A majority of the directors must be present at all times during the meeting.

4.30 Chairing directors' meetings

- The directors can elect a director to chair their meetings.
- They must decide how long that director will be the chairperson.

4.31 Using technology

Directors' meetings can be held at more than one place using any technology, as long as they all agree to it.

4.32 Resolutions at directors' meetings

A resolution of directors must be passed by a majority of the votes. The chairperson has a vote, plus a casting vote.

Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it.

5. Contact person or secretary

The contact person or secretary must be at least 18 years old. The directors appoint a contact person or secretary.

The directors decide the contact person or secretary's pay and terms and conditions of employment, if any.

The contact person or secretary must pass on any correspondence received to at least one of the directors within 14 days.

The contact person or secretary must give the corporation their consent in writing to become a contact person before being appointed.

The corporation must send the Registrar a contact person or secretary's personal details within 28 days after they are appointed. (See *Notification of a change to corporation officers' details* form)

6. Records

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person
- financial records that correctly record and explain the corporation's transactions and financial position and that would enable true and fair financial reports to be prepared and audited.
- a webpage with a private area for member's announcements and proof of accounting

These records must be kept at the corporation's document access address or registered office.

7. Finances

The corporation must follow these procedures.

- All money of the corporation must be deposited into a corporation bank account.
- The corporation must give receipts for all money it receives.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least one directors.

8. Application of funds

Directors can use the money and property of the corporation solely to further its purpose. They cannot give the money and property to members of the corporation.

Note: This rule does not stop the corporation from making reasonable payment to:

- a member in their capacity as an employee
- a member under a contract for goods or services provided.

9. Winding up

If the corporation is wound up all debts, liabilities and costs of winding up must be paid first. If there are any assets left over the members can pass a special resolution about how to distribute those assets. In the event of the corporation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members. But surplus assets of the corporation cannot be given to any member or any person to be held on trust for any member.

10. Dispute resolution

If a dispute arises, the parties must first try to resolve it themselves.

If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.

The directors or any of the dispute parties may ask the Registrar for assistance.

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.

If the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

11. Changing the rule book

The rule book can be changed by passing a special resolution at a general meeting. The proposed changes must be set out in the notice of the general meeting.

Within 28 days after the resolution is passed, the corporation must send the Registrar a completed *Request to change corporation rule book form* together with copies of the:

- rule book changes
- special resolution
- minutes of the meeting.

The changes do not take effect until the new rule book is registered by the Registrar.

Schedule 1—Application for membership form

(insert name)

Application for membership

I, _____ (first name of applicant)

_____ (last name of applicant)

Of _____ (address of applicant)

apply for membership of the corporation.

I declare that I am eligible for membership.

Signature of applicant

Date

.....

Office use only

Application tabled at directors' meeting held on

Date:

Directors confirmed applicant is eligible for membership

Yes / No

Entered on register of members

Date:

Notification of directors' decision sent to applicant Date:

Schedule 2—Appointment of proxy form

(insert name)

Application for proxy

I, _____ (Full name of member)

Of _____ (address of applicant)

am a member of the corporation.

I appoint _____ (Full name of member)

Of _____ (address of applicant)

as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on

(insert date of meeting)

and at any adjournment of that meeting.

Signature of member appointing proxy

Date

NOTE: A proxy vote may be given to a member of the corporation or another person.

Check your corporation's rule book for rules about proxies—section 201-90 of the CATSI Act.

Schedule 3—Consent to become a director form

(insert name)

Consent to become a director

I, _____ (Full name of member)

Of _____ (address of applicant)

give consent to become a director of the corporation.

I confirm my date of birth was _____ (date of birth)

and my place of birth was _____ (place of birth)

I also acknowledge I am automatically disqualified from managing corporations if I:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations
- and I will notify the corporation if any of the above events occur after my appointment.

Signature of person

Date

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.